

Part 17

Transitional Provisions and Scope of Chapter

16-6a-1701 Application to existing domestic nonprofit corporations -- Reports of domestic and foreign nonprofit corporation.

- (1) Except as otherwise provided in Section 16-6a-1704, this chapter applies to domestic nonprofit corporations as follows:
 - (a) domestic nonprofit corporations in existence on April 30, 2001, that were incorporated under any general statute of this state providing for incorporation of nonprofit corporations, including all nonprofit corporations organized under any former provisions of Title 16, Chapter 6;
 - (b) mutual irrigation, canal, ditch, reservoir, and water companies and water users' associations organized and existing under the laws of this state on April 30, 2001;
 - (c) corporations organized under the provisions of Title 16, Chapter 7, Corporations Sole, for purposes of applying all provisions relating to merger or consolidation; and
 - (d) to actions taken by the directors, officers, and members of the entities described in Subsections (1)(a), (b), and (c) after April 30, 2001.
- (2) Domestic nonprofit corporations to which this chapter applies, that are organized and existing under the laws of this state on April 30, 2001:
 - (a) shall continue in existence with all the rights and privileges applicable to nonprofit corporations organized under this chapter; and
 - (b) from April 30, 2001, shall have all the rights and privileges and shall be subject to all the remedies, restrictions, liabilities, and duties prescribed in this chapter except as otherwise specifically provided in this chapter.
- (3) Every existing domestic nonprofit corporation and foreign nonprofit corporation qualified to conduct affairs in this state on April 30, 2001, shall file an annual report with the division setting forth the information prescribed by Section 16-6a-1607. The annual report shall be filed at such time as would have been required had this chapter not taken effect and shall be filed annually thereafter as required in Section 16-6a-1607.

Amended by Chapter 258, 2015 General Session

16-6a-1702 Application to foreign nonprofit corporations.

- (1) A foreign nonprofit corporation authorized to conduct affairs in this state on April 30, 2001, is subject to this chapter, but is not required to obtain a new certificate of authority to conduct affairs under this chapter.
- (2) A foreign nonprofit corporation that is qualified to do business in this state under the provisions of Chapter 8, which provisions were repealed by Laws of Utah 1961, Chapter 28, shall be authorized to transact business in this state subject to all of the limitations, restrictions, liabilities, and duties prescribed in this chapter.
- (3) This chapter shall apply to all foreign nonprofit corporations sole qualified to do business in this state with respect to mergers and consolidations.

Amended by Chapter 189, 2014 General Session

16-6a-1703 Nonapplicability of chapter.

This chapter does not apply to:

- (1) corporations sole, except with respect to mergers and consolidations; or

- (2) domestic or foreign nonprofit corporations governed by Title 3, Chapter 1, General Provisions Relating to Agricultural Cooperative Associations.

Enacted by Chapter 300, 2000 General Session

16-6a-1704 Saving provisions.

- (1)
- (a) Except as provided in Subsection (2), the repeal of any statute by this act does not affect:
 - (i) the operation of the statute or any action taken under it before its repeal;
 - (ii) any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;
 - (iii) any violation of the statute, or any penalty, forfeiture, or punishment incurred because of the violation of the statute before its repeal; or
 - (iv) any proceeding, reorganization, or dissolution commenced under the statute before its repeal.
 - (b) A proceeding, reorganization, or dissolution described in Subsection (1)(a)(iv) may be completed in accordance with the repealed statute as if the statute had not been repealed.
- (2) If a penalty or punishment imposed for violation of a statute repealed by this act is reduced by this act, the penalty or punishment if not already imposed shall be imposed in accordance with this act.
- (3) Section 16-6a-707 does not operate to permit a nonprofit corporation in existence prior to April 30, 2001, to take action by the written consent of fewer than all of the members entitled to vote with respect to the subject matter of the action, until the date a resolution providing otherwise is approved either:
- (a) by a consent in writing:
 - (i) setting forth the proposed resolution; and
 - (ii) signed by all of the members entitled to vote with respect to the subject matter of the resolution; or
 - (b) at a duly convened meeting of members, by the vote of the same percentage of members of each voting group as would be required to include the resolution in an amendment to the nonprofit corporation's articles of incorporation.
- (4) Indemnification for an act or omission of a director or officer of a nonprofit corporation if the act or omission occurs prior to April 30, 2001, is governed by Title 16, Chapter 6, Utah Nonprofit Corporation and Co-operative Association Act, in effect as of April 29, 2001.
- (5) A nonprofit corporation is not required to amend the nonprofit corporation's articles of incorporation to state whether its members are voting members if:
- (a) the nonprofit corporation was:
 - (i) formed prior to April 30, 2001;
 - (ii) formed under the laws of this state; and
 - (iii) existing on April 30, 2001; and
 - (b) the articles of incorporation of the nonprofit corporation states on April 30, 2001, that the nonprofit corporation has members.

Amended by Chapter 13, 2001 Special Session 1

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16-6a-1705 Severability clause.

If any provision of this act, or the application of any provision to any person or circumstance, is held invalid, the remainder of this act is given effect without the invalid provision or application.

Enacted by Chapter 127, 2001 General Session